

RECORDATION NO. 30143 FILED
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 30, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated March 30, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lender: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, Ohio 45202

Grantors: Wheeling & Lake Erie Railway Company
Akron Barberton Cluster Railway Company
100 East First Street
Brewster, Ohio 44613

A description of the railroad equipment covered by the enclosed document is:

63 locomotives and 1,087 railcars within the following series as set forth on the attachment to the document:

locomotives: ABCR 1501, ABCR 1502, WE 100 - WE 112, WE 200, WE 300 - WE 305, WE 2662, WE 3016 - WE 3102, WE 4000 - WE 4602, WE 5391, WE 5413, WE 6310 - WE 6382, WE 7355 - WE 7377

railcars: WE 10 - WE 13, WE 306 - WE 950, WE 1003 - WE 1990, WE 3500 - WE 3919, WE 5824 - WE 5830, WE 6901 - WE 7244, WE 9401 - WE 9445, WE 19395 - WE 19640, WE 43104 - WE 43129, WE 50373 - WE 50736, WE 63763 - WE 64350, WE 178601 - WE 178766, WE 358250 - WE 358349, WE 500214 - WE 500709, WE 548850 - WE 548998, WE 753001 - WE 753020 and WE 888559 - WE 891106

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement is made and entered into as of March 30, 2012, between WHEELING & LAKE ERIE RAILWAY COMPANY and AKRON BARBERTON CLUSTER RAILWAY COMPANY (hereinafter referred to in their respective individual capacities as well as collectively as "Grantor"), and THE HUNTINGTON NATIONAL BANK (hereinafter referred to as "Lender"), respecting that certain Loan and Security Agreement dated as of March 30, 2012 between Wheeling & Lake Erie Railway Company and The Huntington National Bank and that certain Security Agreement dated as of March 30, 2012 between Akron Barberton Cluster Railway Company and The Huntington National Bank (hereinafter collectively the "Security Agreement"), and other documents referenced or executed in conjunction therewith.

Each Grantor and Lender hereby affirm and acknowledge that each Grantor has agreed to grant to Lender, a continuing, first priority security interest in all of each Grantor's right, title, and interest in and to all rolling stock equipment of such Grantor described on Schedule 1, attached hereto and made a part hereof (hereinafter "Equipment"), together with (i) all parts, attachments, accessories and accessions to, substitutions and replacements for, any of the Equipment; (ii) all insurance proceeds, and the proceeds of all warranty and other claims against third parties with respect to any of the Equipment; (iii) proceeds of all of the foregoing, including, without limitation, insurance proceeds and any proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations; and (iv) all books and records regarding the foregoing: in each case as to items (i) through (iv) above, *now existing or hereafter arising*, subject to the terms defined in the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due authority, has caused this Memorandum of Security Agreement to be duly executed in its company name by its officers, thereunto duly authorized, all as of the date first above written.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

I certify that I hold the title set forth below, that this instrument was signed on behalf of WHEELING & LAKE ERIE RAILWAY COMPANY by authority of its governing board of directors/managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WHEELING & LAKE ERIE RAILWAY COMPANY. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

WHEELING & LAKE ERIE RAILWAY
COMPANY, as Grantor

By: _____

Name: Larry R. Parsons

Its: Chairman & CEO

STATE OF OHIO, STARK COUNTY, SS:

Before me, a Notary Public in and for said County and State, personally appeared the above-named WHEELING & LAKE ERIE RAILWAY COMPANY, by Larry R. Parsons, its Chairman & CEO, who acknowledged that he/she did sign the foregoing instrument, and that the same is the free act and deed of said corporation, and the free act and deed of him/her personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Canton, Ohio, this 30th day of March 2012.

Notary Public



KEVIN R. CAUDILL
Attorney-At-Law
Notary Public, State of Ohio
Lifetime Commission

I certify that I hold the title set forth below, that this instrument was signed on behalf of AKRON BARBERTON CLUSTER RAILWAY COMPANY by authority of its governing board of directors/managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of AKRON BARBERTON CLUSTER RAILWAY COMPANY. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

AKRON BARBERTON CLUSTER RAILWAY
COMPANY, as Grantor

By: 

Name: Larry R. Parsons

Its: Chairman & CEO

STATE OF OHIO, STARK COUNTY, SS:

Before me, a Notary Public in and for said County and State, personally appeared the above-named AKRON BARBERTON CLUSTER RAILWAY COMPANY, by Larry R. Parsons, its Chairman & CEO, who acknowledged that he/she did sign the foregoing instrument, and that the same is the free act and deed of said corporation, and the free act and deed of him/her personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Canton, Ohio, this 30th day of March 2012.


Notary Public



KEVIN R. CAUDILL
Attorney-At-Law
Notary Public, State of Ohio
Lifetime Commission

THE HUNTINGTON NATIONAL BANK, as
Lender

By: 

Name: William Shivers

Its: Regional President

STATE OF OHIO, STARK COUNTY, SS:

Before me, a Notary Public in and for said County and State, personally appeared the above-named THE HUNTINGTON NATIONAL BANK, by William Shivers, its Regional President, who acknowledged that he/she did sign the foregoing instrument, and that the same is the free act and deed of said corporation, and the free act and deed of him/her personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Canton, Ohio, this 30th day of March 2012.


Notary Public



KEVIN R. GAUDILL
Attorney-At-Law
Notary Public, State of Ohio
Lifetime Commission

SCHEDULE I			
Equipment	Quantity	Type	Markings/Registration
SD 40-2 Locomotive Major Overhauled 2011	1	Locomotive	WE 6310
SD 40-2 Locomotive	23	Locomotive	WE 5391, 5413, 6311, 6312, 6314- 6316, 6347-6357, 6381-6382, 7355, 7375, 7377
SD 40-3 Locomotive	15	Locomotive	WE 3016, 3034, 3046, 3048- 3049, 3067- 3068, 3073, 3102, 4000- 4001, 4003, 4016, 4018, 4025
GP 35-3 Locomotive	15	Locomotive	WE 100-112, 200, 2662
GP 40-3 Locomotive	6	Locomotive	WE 300-305
GP 9-2RM Locomotive	1	Locomotive	WE 4602
SW 1500 Switcher Locomotive	2	Locomotive	ABCR 1501-1502
Flatcars	26	M150	WE 9401-9405, 9407-9415, 9418- 9419, 9421-9425, 9432-9433, 9439- 9441, 9445
Open Top Hopper 100 Ton 3420 CF	81	AAR Type H350	WE 3500 -3503, 3506-3580, 3584- 3597
Open Top Hopper 70 Ton 2774 CF	54	AAR Type H240	WE 548850-548851, 548857- 548860, 548874-548875, 548878, 548880, 548888-548889, 548891, 548894, 548896-548897, 548901, 548907, 548910-548912, 548915, 548919, 548924-548925, 548927, 548935, 548937, 548939-548940, 548942, 548944-548945, 548947, 548949, 548951-548953, 548955, 548959, 548965, 548972, 548975, 548980, 548982-548986, 548988, 548992, 548994-548995, 548998
Open Top Hopper 70 Ton 2774 CF	84	AAR Type H340	WE 306-353, 355-385, 391-395
Open Top Hopper 100 Ton	94	AAR Type H350	WE 358250-358290, 358292- 358298, 358300-358304, 358306- 358328, 358330-358332, 358334- 358336, 358338-358349
Open Top Hopper 100 Ton 3483 CF	75	AAR Type H350	WE 19395, 19401, 19404-19405, 19409-19410, 19415, 19419-19421, 19423, 19425, 19429-19430, 19433, 19438, 19444, 19451- 19452, 19455-19456, 19461, 19466-19467, 19475, 19480, 19483, 19489, 19482, 19495,

Equipment	Quantity	Type	Markings/Registration
			19502, 19504-19506, 19508, 19510, 19515-19517, 19519-19520, 19528, 19536, 19538-19539, 19541, 19546-19547, 19550-19551, 19561, 19563, 19572, 19574-19575, 19579, 19584, 19586, 19590, 19597, 19599, 19601, 19604, 19608-19609, 19614, 19617-19619, 19622, 19627, 19630, 19635-19636, 19640
Open Top Hopper 100 Ton 5040 CF	25	AAR Type H350	WE 1900-1924
Open Top Hopper 100 Ton 5000CF	54	AAR Type H351	WE 1619-1620, 1622-1625, 1627-1632, 1634-1641, 1643, 1645-1654, 1657-1662, 1665-1666, 1668-1673, 1675, 1677-1679, 1681-1685
Open Top Hopper 115 Ton 3805 CF	150	AAR TYPE H350286K GRL	WE 500-649
Open Top Hopper 80 Ton 2880 CF	10	AAR Type H250	WE 43104-43105, 43112, 43114-43118, 43124, 43129
Open Top Hopper 100 Ton 3610 CF	90	AAR Type H351	WE 500214, 500216, 500220, 500229, 500234-500235, 500242-500243, 500261, 500264, 500271, 500275, 500280, 500294, 500298, 500304, 500308, 500313, 500317, 500328, 500336, 500342, 500345, 500349, 500363, 500379, 500386, 500387, 500412, 500420, 500424-500425, 500436, 500438, 500444, 500460, 500468-500470, 500473, 500478, 500493, 500499, 500508, 500510, 500513, 500517, 500527, 500533, 500538, 500541, 500542, 500545, 500549, 500552, 500554, 500572, 500575, 500578, 500580-500581, 500585, 500592, 500596-500597, 500600, 500602, 500605, 500614, 500619, 500622, 500629, 500632, 500634, 500646, 500649, 500653, 500659, 500669-500672, 500674-500675, 500684, 500693, 500698, 500701, 500704, 500709
Open Top Hopper 100 Ton 3420 CF	95	AAR Type H350	WE 1003, 1032, 1043, 1046, 1051, 1053, 1059, 1070, 1076, 1083-1084, 1092-1093, 1103, 1114, 1118, 1122-1123, 1125, 1154, 1158, 1160, 1165, 1168, 1191, 1195, 1204, 1207-1208, 1230, 1236-1237, 1251, 1252-1253, 1283, 1313, 1324, 1327, 1340, 1342,

Equipment	Quantity	Type	Markings/Registration
			1353, 1367, 1378-1380, 1387, 1392, 1404, 1446, 1510, 1518, 1531, 1535, 1538, 1543, 1545, 1554, 1562, 1566, 1570-1571, 1575, 1585, 1597, 1599, 1705, 1708, 1715, 1717, 1725, 1735, 1739-1740, 1745-1746, 1749, 1754, 1758-1760, 1762, 1772, 1782, 1784, 1789, 1790, 1795, 50373, 50385, 50422, 50493, 50576, 50683, 50736
Open Top Hopper 70 Ton	9	AAR Type H250	WE 63763, 64274, 64368, 63871, 64330, 63980, 64332, 64034, 64350
Rapid Discharge Open Top Hopper 100 Ton	50	AAR Type K344, 2531 CF 286K GRL Steel Body	WE 400-449
Covered Coil Gondolas 1231 CF,	40	ARR Type E241	WE 6901- 6940
Covered Hopper 4750 CF Capacity	48	AAR Type C113	WE 178601, 178604, 178609-178610, 178620, 178626-178627, 178631, 178637-178638, 178640-178641, 178644, 178649, 178655, 178657, 178659, 178666, 178668, 178671, 178674, 178677, 178682, 178684, 178686, 178688-178690, 178695-178696, 178699, 178700, 178706, 178708, 178712-178713, 178716, 178722, 178725, 178737-178738, 178748, 178750-178751, 178756, 178758, 178764, 178766
Covered Hopper 3500 CF Capacity	5	AAR Type C112	WE 5824, 5826, 5828-5830
Covered Hopper 4750 CF Capacity	21	AAR Type C113	WE 888599, 888606, 888610, 888619, 888624, 888639, 888662, 888670-888671, 888676, 888692, 888701, 888704, 888711, 888735, 888738, 890967, 890971, 891090, 891099, 891106
Covered Hopper 4750 CF Capacity	20	AAR Type C113	WE 753001-753020
Boxcars 50' Plate C 5277 CF, 10' Single Sliding Door 70 Ton,	25	A302	WE 3915-3919, 7202-7209, 7212-7213, 7215-7221, 7235,, 7237, 7240, 7244
Flatcar, 67' General Purpose 100 Ton	1	AAR Type F343	WE 399
Bolster Flatcar 89' 70 Ton	1	AAR Type P842	WE 950

Equipment	Quantity	Type	Markings/Registration
Maintenance of Way Open Top Hoppers, 2003 CF	4	AAR Type H250	WE 10-13
Maintenance of Way Side Dump Hoppers	6	AAR Type M120 286K GRL	WE 801-806
Maintenance of Way Ballast Hoppers	15	H250	WE 901-915
Maintenance of Way Side Dump Hoppers	3	M120	WE 921-923
Passenger Car Observation Type Modified Coach	1	M550	WE 1990

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 3/30/12

Edward M Luria
Edward M. Luria